

Response Due Date: June 15, 2009

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Company Limited, Central Stampings Limited,
Prince Metal Products Limited, Nartech Metal
Products Limited, & Prince Metal Stampings USA Limited

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
	:	
GENERAL MOTORS CORP., <i>et al.</i> ,	:	Case No. 09-50026 (REG)
	:	
Debtors.	:	(Jointly Administered)
-----X		

**OBJECTION OF NATIONAL AUTO RADIATOR MANUFACTURING COMPANY
LIMITED, CENTRAL STAMPINGS LIMITED, PRINCE METAL PRODUCTS
LIMITED, NARTECH METAL PRODUCTS LIMITED, & PRINCE METAL
STAMPINGS USA LIMITED TO NOTICE OF (I) DEBTORS' INTENT TO ASSUME
AND ASSIGN CERTAIN EXECUTORY CONTRACTS, UNEXPIRED LEASES OF
PERSONAL PROPERTY, AND UNEXPIRED LEASES OF NONRESIDENTIAL REAL
PROPERTY AND (II) CURE AMOUNTS RELATED THERETO**

National Auto Radiator Manufacturing Company Limited, Central Stampings Limited,
Prince Metal Products Limited, Nartech Metal Products Limited, & Prince Metal Stampings
USA Limited, (collectively "The Narmco Group"), creditors and interested parties, object to the
Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts and Unexpired
Leases and (II) Cure Amounts Related Thereto ("Assumption Notice") served upon by the above
captioned debtors and debtors-in-possession (collectively, the "Debtors") pursuant to the Court's

Bidding Procedures Order (Docket No. 274). In support of the objection, The Narmco Group states:

1. The Debtors are parties to executory contracts with The Narmco Group.
2. The Debtors have proposed assuming and assigning certain of The Narmco Group's executory contracts (the "Designated Contracts").
3. The Narmco Group objects to the Assumption Notice to the extent that no Cure Amount is identified by the Debtors and/or the Cure Amount is inadequate.
4. The Narmco Group also objects to the extent that the Debtors' Notice would allow payment of less than all pre-petition and post-petition obligations owed by Debtors to The Narmco Group, as is required by § 365 of the Bankruptcy Code. *In re Burger Boys*, 94 F.3d 755, 763 (2nd Cir. 1996).
5. The Narmco Group further objects to the extent Debtors' Notice would allow assumption of executory contracts without satisfying the requirements in § 365(b)(1). *See also Aetna Casualty & Surety Co. v. Gamel*, 45 B.R. 345, 348 (N.D.N.Y. 1984) (citing *In re Luce Industries, Inc.*, 8 B.R. 100, 104 (Bankr. S.D.N.Y. 1980) *rev'd on other grds.*, 14 B.R. 529 (S.D.N.Y. 1981)).
6. The Narmco Group reserves any and all rights arising from or associated with the Designated Contracts.
7. Because the legal and factual authority upon which The Narmco Group relies are incorporated into this objection, The Narmco Group respectfully requests that the Court deem satisfied or, alternatively, waive any requirement of the filing of a separate memorandum of law contained in Local Bankruptcy Rule 9013-1(a).

8. Because The Narmco Group files this objection before having all necessary information regarding the Designated Contracts or the proposed Cure Amounts, The Narmco Group reserves the right to amend this objection to include additional facts or arguments as may be determined by further investigation and also to raise such other and further objections to any proposed assumption and assignment or Cure Amounts with respect to The Narmco Group's Designated Contracts.

WHEREFORE, The Narmco Group respectfully requests that the Court enter an order (a) sustaining this objection in its entirety and denying the assumption and assignment of The Narmco Group's executory contracts on the terms proposed by the Debtors, (b) reserving its rights in connection with any Designated Contracts or Cure Amounts listed and (c) providing The Narmco Group with such other and further relief as is appropriate.

Respectfully submitted,

KERR, RUSSELL AND WEBER, PLC

By: /s/ P. Warren Hunt

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CERTIFICATE OF SERVICE

I hereby certify that on June 15, 2009, I electronically filed the foregoing Objection to the Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts and Unexpired Leases and (II) Cure Amounts Related Thereto and this Certificate of Service with the Clerk of the Court using the ECF system which will send notification of such filing to all ECF participants. A copy of this document was also served on the following parties on June 15, 2009 via Federal Express mail:

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/s/ P. Warren Hunt

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